

We hereby certify
this to be a true copy
of the original.

Company No. 06903772

THE COMPANIES ACT 1985, 1989 AND 2006

PRIVATE COMPANY LIMITED BY SHARES


S. Martineau,
FASKEN MARTINEAU LLP
17 Hanover Square
London W1S 1HU
020 7917 8500

WRITTEN RESOLUTION

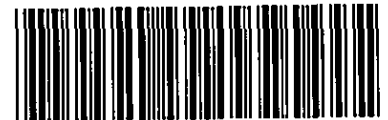
OF

FINSPIRE LIMITED

(the "Company")

Circulation date: 15 May 2009

SATURDAY



A40

06/06/2009

350

COMPANIES HOUSE

We, the undersigned, being the sole the member of the Company who, at the dated of this resolution, are entitled to attend and vote at a general meeting of the Company, **HEREBY PASS** the following resolution designated as special resolution and further agree that the said resolution shall, for all purposes be as valid and effective as it had been passed at a general meeting the Company duly convened and held.

SPECIAL RESOLUTION

THAT the regulations set out in the document annexed hereto be and are hereby adopted as the Company's articles of association in substitution for the existing articles in their entirety.

The undersigned, the sole party entitled to vote on the Resolution on the Circulation date referred to above, hereby irrevocably agrees to the Resolution:

Eligible Members

Signature

Date

Finspire Corporation



5/27/09

Company No. 06903772

THE COMPANIES ACT 2006

NOTES TO PROPOSED WRITTEN RESOLUTION

of

FINSPHERE LIMITED

- 1 Attached to these notes is the special resolution of the Company proposed by the directors of the Company to be passed as a written resolution.
- 2 To signify your agreement to the proposed written resolution please sign opposite your name and insert the date of your signature.
- 3 Once you have signed the written resolution please return the signed and dated written resolution to Claire Mitchell at Fasken Martineau LLP, 17 Hanover Square, London W1S 1HU.
- 4 Your agreement may not be revoked once you have signified your agreement to the written resolution.
- 5 The written resolution is passed when the required majority of eligible members have signified their agreement to it.¹
- 6 The written resolution will lapse if it is not passed before 12 June 2009.
- 7 If you signify your agreement to the written resolution after the date specified in note 6 your agreement to the written resolution will be ineffective.

¹ special resolution – at least 75 per cent or more of total voting rights

COMPANIES ACTS 1985 AND 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

FINSPIRE LIMITED

0000/2009
COMPANIES HOUSE

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PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Table A to F) (Amendment) Regulations 2007 (SI 2007.2541) and The Companies (Tables A to F) (Amendment) (No.2) Regulations 2007 (SI 2007.2826)(such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- (b) In these Articles "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force and any provision of the Companies Act 2006 for the time being in force.

SHARE CAPITAL

2. The Company has an authorised share capital of £1 made up of 100 Ordinary shares of £0.01 each.

ALLOTMENT OF SHARES

3. (a) Shares which are comprised in the authorised share capital shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraphs (b) and (d) below), allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- (b) Shares proposed to be issued shall first be offered to the members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company shall by special resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and a period (not being less than 14 days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the

provisions of this Article by such special resolution as aforesaid shall be under the control of the directors, who may (subject to section 80 of the Act and paragraph (d) below) allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the members.

- (c) In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- (d) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital of the Company at the date of adoption of these Articles at any time or times during the period of five years from the date of adoption of these Articles and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

SHARE CERTIFICATES

- 4. The Company may execute share certificates in accordance with the enabling provisions of Section 36A of the Act and the provisions of Regulation 6 of Table A shall be deemed to have been varied accordingly.

SHARES

- 5. The lien conferred by Regulation 8 of Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 of Table A shall be modified accordingly.
- 6. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 of Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

TRANSFER OF SHARES

- 7. If at any time, and for so long as the Company is, the wholly owned subsidiary (as defined in Section 736 of the Act) of another company, a transfer in respect of any shares in the Company may be executed by a director of that other company, and the Directors of the Company shall be bound to accept such a transfer as validly executed by a duly authorised agent of the transferee.
- 8. Regulation 24 of Table A shall not apply. Save for any transfer made pursuant to the provisions of Article 7 the Directors may in their absolute discretion and without assigning any reason therefore decline to register any transfer of any share, whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETINGS

9. Regulation 37 of Table A shall be read and construed as if the last sentence were omitted there from.
10. If at any time, and for so long as, the Company has a single member, the second sentence of Regulation 40 of Table A shall be omitted and the following sentence shall be inserted in its place:

"One person entitled to vote upon the business to be transacted, being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum."
11. (a) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefore, such adjourned General Meeting shall be dissolved.

(b) Regulation 41 of Table A shall not apply to the Company.
12. Regulation 46 of Table A shall be read and construed as if the words "any member" were substituted for the words "at least two members" in paragraph (b) thereof and paragraphs (c) and (d) thereof were omitted.
13. A written resolution to be given by a corporation which is a member of the Company may be signed, on its behalf, by a director or the secretary of that corporation or by the attorney or authorised representative of that corporation.

VOTES OF MEMBERS

14. Regulation 56 of Table A shall be read and construed as if the words "in writing" were inserted after " . . . for the deposit of instruments of proxy . . . "
15. Regulation 59 of Table A shall not apply to the Company. On a poll votes may be given either personally or by proxy or, in the case of a member being a corporation, by its duly authorised representative.
16. Regulation 62 of Table A shall be read and construed as if the words "within the United Kingdom" were omitted there from.

"SIGNATURE" ON ELECTRONIC COMMUNICATIONS

17. An electronic communication from a member to the Company shall be deemed "signed" by or on behalf of the member where it bears a discrete identification number assigned to that member by the Company.

APPOINTMENT OF DIRECTORS AND DIRECTORS' INTERESTS

18. (a) Regulation 64 of Table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination, the minimum number of Directors shall be one. Whensoever the minimum number of the Directors is one

and the number of the Directors is one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Regulation 89 of Table A shall be modified accordingly.

- (c) Regulations 76 to 79 (inclusive) of Table A shall not apply to the Company. The last sentence of Regulation 84 of Table A shall be omitted.
- (d) A member or members holding a majority in nominal value of the issued ordinary shares for the time being in the Company shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company, signed by one of its Directors on its behalf, and shall take effect upon lodgement at the registered office of the Company. Regulation 111 of Table A shall be modified accordingly.
- (e) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.
- (f) In Regulation 85(c) of Table A there shall be inserted after the words "interest or benefit" the words "unless the Company by ordinary resolution otherwise directs".

POWERS OF DIRECTORS

19. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent has been obtained and shall not be affected or in any way prejudiced by any such restriction or lack of consent unless such person had at the time express notice that any act or transaction effected by or with the authority of the Directors was in excess of their powers.

BORROWING POWERS

20. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

21. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company, deposited at its registered office, from time to time direct. Regulations 66 and 111 of Table A shall be modified accordingly.
- (b) A Director, or any such other person as is mentioned in Regulation 65 of Table A, may act as an alternate Director to represent more than one Director, and an alternate

Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

- (c) Regulation 66 of Table A shall be read and construed as if the last sentence were omitted therefrom.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

22. Regulation 81 of Table A shall not apply to the Company. The office of Director shall be vacated if the Director:

- (a) resigns his office by notice in writing to the Company, deposited at its registered office; or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
- (d) becomes of unsound mind; or
- (e) ceases to be a director by virtue of Section 291 or 293 of the Act; or
- (f) is removed from office in accordance with the provisions of paragraph (d) of Article 18.

Regulation 111 of Table A shall be modified in accordance with paragraph (a) above.

GRATUITIES AND PENSIONS

- 23. (a) The Directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
- (b) Regulation 87 of Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

- 24. (a) Regulation 88 of Table A shall be read and construed as if the third sentence were omitted there from.
- (b) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolutions as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- (c) Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

25. The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be one.
26. All or any of the Directors or of the members of any committee of the Board may participate in a meeting of the Board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and speak to each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is.

NOTICES

27. (a) Regulation 112 of Table A shall be read and construed as if the third sentence were omitted there from.
- (b) Regulation 115 of Table A shall not apply to the Company.
- (c) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given provided that, if the Company is aware of the failure in delivery of an electronic communication, it makes two subsequent attempts to remedy the situation, before reverting to sending a hard copy of the communication by mail to the recipient's last known postal address. A notice given by post shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted. A notice given by electronic communication shall be deemed to be given at the expiration of 48 hours after despatch of the electronic communication notwithstanding the company may be aware of the failure of the first or subsequent attempts to deliver the electronic communication.
- (d) Regulation 116 in Table A shall be read and construed as if the words "within the United Kingdom" were omitted therefrom.

INDEMNITY

28. (a) Subject to the provisions of the Act, but without prejudice to any indemnity to which a Director may otherwise be entitled, every person who is or was at any time a Director or director of an Associated Company (as defined in paragraph (e) below) shall be indemnified out of the assets of the Company against any liability attaching to him in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company, provided that no such indemnity is (directly or indirectly) provided against any liability incurred by the director:
- (i) to the Company or to any Associated Company; or
- (ii) to pay either a fine imposed in criminal proceedings, or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising); or
- (iii) in relation to a decision which has become final (in accordance with sections 309B (5) to (7) of the Act) in defending any criminal proceedings in which he is convicted, or in defending any civil proceedings brought by the Company or an Associated Company in which judgment is given against him, or in

connection with any application under any of the following provisions in which the court refuses to grant him relief:

- A. section 661 (3) or (4) of the Act; or
 - B. section 1157 of the Act.
- (b) Without prejudice to any indemnity to which such person may otherwise be entitled, every officer of the Company or of an Associated Company, other than a Director or a director of an Associated Company, shall be indemnified out of the assets of the Company against any liability, cost, loss, charge or expense incurred by him in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted by him as an officer of the Company or of an Associated Company.
- (c) Without prejudice to paragraph (a) above the Company may purchase and maintain for any person who is or was at any time a Director or director of an Associated Company insurance against any liability which attaches to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company. The Company may also purchase and maintain insurance for or for the benefit of any person who is or was at any time an officer of the Company or of any Relevant Company (as defined in paragraph (e) below), other than a Director or a director of an Associated Company, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by him in respect of any act or omission in the actual or purported execution and/or discharge of his duties and/or exercise or purported exercise of his powers and/or otherwise in relation to his duties, powers or offices in relation to any Relevant Company.
- (d) The Directors may take independent professional advice at the Company's expense in relation to their duties as directors of any Relevant Company.
- (e) For the purpose of this Article 29 "**Associated Company**" means a company which is the Company's subsidiary, or the Company's holding company or a subsidiary of the Company's holding company and "**Relevant Company**" means the Company, any Associated Company or any other body, whether or not incorporated, in which the Company or any Associated Company or any of the predecessors of the Company or of any Associated Company has or had any interest whether direct or indirect or which is in any way allied to or associated with the Company, or any Associated Company of the Company or of such other body.
- (f) Regulation 118 of Table A shall not apply to the Company.

THE SEAL

29. (a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. Regulation 101 of Table A shall not apply to the Company.
- (b) The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

SINGLE MEMBER COMPANY

30. If at any time, and for so long as, the Company has a single member, all provisions of these Articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company with a single member.

WINDING UP

31. In Regulation 117 of Table A shall be inserted before the words "determine how such division" the words "with the like sanction".

NAME AND ADDRESS OF SUBSCRIBERS

Finsphere Corp.
505 106th Ave NE
Suite 200
Bellevue
WA 98004

DATED 12 May 2009